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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: Case Nos. 00-B-41065 (SMB)
RANDALL'S ISLAND FAMILY GOLF : through 00-B-41196 (SMB)
CENTERS, INC., et al., :
: (Jointly Administered)
Debtors. :
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**ORDER AUTHORIZING DEBTORS TO EXPAND SCOPE OF
RETENTION OF KEEN REALTY CONSULTANTS, INC.,
AS SPECIAL REAL ESTATE CONSULTANTS, AND TO
REDUCE AND MODIFY ITS COMPENSATION TERMS**

Upon the application (the “Application”) of Randall’s Island Family Golf Centers, Inc., et al. (the “Debtors”), as debtors and debtors-in-possession, for an order authorizing the Debtors, in accordance with a Restated Agreement, as that term is defined in the Application, (a) to expand the scope of the retention of Keen Realty Consultants, Inc. (“Keen”), as special real estate consultants, to include all property interests of the Debtors, and (b) to reduce and modify its compensation terms;

And it appearing that this Court has jurisdiction over the Application pursuant to 28 U.S.C. § 1334 and that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A);

And this Court being satisfied that (i) Keen does not hold or represent an interest adverse to the Debtors, their estates or their creditors, (ii) Keen is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code and (iii) the employment and retention of Keen pursuant to the Restated Agreement is necessary and in the best interests of the Debtors, their estates and their creditors;

And notice of the Application having been given to (i) the Office of the United States Trustee, (ii) Berlack, Israels & Liberman, LLP, counsel to the Official Committee of Unsecured Creditors, and (iii) Morgan, Lewis and Bockius, LLP, counsel to The Chase Manhattan Bank, the Debtors’ post-petition lender;

And it appearing that no other or further notice of the relief requested in this Application need be given;

And good and sufficient cause appearing therefor; it is

ORDERED that, pursuant to sections 327 and 328 of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Bankruptcy Rule 2014-1, the Debtors are authorized and empowered to enter into and implement the Restated Agreement; and it is further

ORDERED that Keen shall be compensated from the proceeds of sale pursuant to the terms of the Restated Agreement as follows: upon the approval by this Court of each transaction encompassed by the Restated Agreement, Keen will receive the fee provided for in the Restated Agreement without the need to file any interim or final fee applications; and it is further

ORDERED that Keen, except with respect to services as an expert witness, shall not be required to maintain time records in accordance with the guidelines promulgated by the Office of

the United States Trustee and the United States Bankruptcy Court of the Southern District of New York; and it is further

ORDERED that the provisions of this Order are binding upon any subsequently appointed or elected trustee or other fiduciary in Chapter 11 or Chapter 7 in these cases.

Dated: New York, New York
January __, 2001

UNITED STATES BANKRUPTCY JUDGE

NO OBJECTION:

United States Trustee

By _____

NO OBJECTION:

Berlack Israels & Liberman LLP
Counsel to Official Creditors' Committee

By _____

NO OBJECTION:

Morgan, Lewis & Bockius LLP
Counsel to The Chase Manhattan Bank

By /s/ Scott D. Talmadge